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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]
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Debtors. : Jointly Administered
:
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 11606
(SOJITZ CORPORATION OF AMERICA)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Sojitz Corporation of America ("Sojitz") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11606 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 26, 2006, Sojitz filed proof of claim number 11606 against Delphi, asserting a secured claim in the amount of \$55,000 and an unsecured non-priority claim in the amount of \$71,344,36 (the "Claim"); and

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection"); and

WHEREAS, on June 19, 2007, Sojitz filed a Response to the Fifteenth Omnibus Claims Objection (Docket No. 8305) (the "Response"); and

WHEREAS, on July 24, 2008, to resolve the Fifteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and Sojitz entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$50,493.76 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement

Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Sojitz stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$50,493.76 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.

[Concluded on Following Page]

2. The Fifteenth Omnibus Claims Objection, solely as it relates to the
Claim, and the Response are hereby withdrawn.

Dated: New York, New York
July 24, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
July 15, 2008

SOJITZ CORPORATION OF AMERICA,
By its Counsel,
KELLY DRYE & WARREN LLP
By:

/s/ James S. Carr
JAMES S. CARR (JC-1603)
HOWARD S. STEEL (HS-5515)
101 Park Avenue
New York, New York 10178
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SO ORDERED

This 6th day of August, 2008
in New York, New York

/s/ Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE